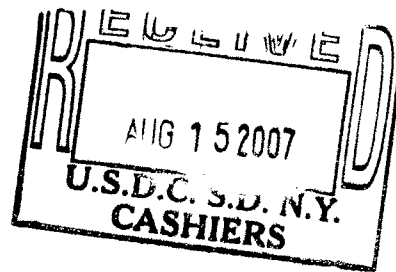


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Attorneys for Plaintiff GUESS?, Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
GUESS?, Inc., a Delaware corporation,

Plaintiff,

v.

JHANE BARNES PROPERTIES, INC.,
a New York corporation, and JOHN DOES
1 through 20, inclusive,

Defendants.
:
:
-----X

JUDGE McMAHON

07 CIV 7308

Index Number: _____

Judge: _____

COMPLAINT

PARTIES

1. GUESS?, Inc., is a Delaware corporation (hereafter, "GUESS?" or "Plaintiff") headquartered in Los Angeles, California.

2. Jhane Barnes Properties, Inc. ("Jhane Barnes" or "Defendant"), is a New York corporation headquartered in New York.

DIVERSITY JURISDICTION UNDER 28 U.S.C. §1332

3. GUESS? is incorporated in Delaware and its headquarters are in Los Angeles, California.

4. Jhane Barnes is incorporated in New York, New York, and is headquartered in New York, New York.
5. Complete diversity of citizenship exists under 28 U.S.C. §1332.
6. As reflected in paragraphs 10 - 20 below, the amount in controversy far exceeds \$75,000.00 in monetary damages.

VENUE

7. Jhane Barnes' headquarters is in New York, at 24 West 40th Street, New York, New York 10016.
8. GUESS? and the Defendant negotiated and signed a Sublease ("Sublease"). The Sublease Premises are located in New York, New York, at 119 West 40th Street, New York, New York 10016.
9. As such, venue is proper under 28 U.S.C. §1332(a)(1) and (2).

THE DEFENDANT'S MATERIAL BREACH

10. GUESS? and the Defendant negotiated and signed a Sublease. The Defendant is required by the Sublease to Pay GUESS? certain rent escalation amounts totaling in excess of \$250,000.00.
11. GUESS? has invoiced the Defendants for the required amount of \$250,000.00 and has provided written notice of Defendant's default and five (5) days to cure the default.
12. The Defendant has materially breached the Sublease by failing and refusing to pay the required \$250,000.00, and the five (5) day cure period has expired.
13. The Sublease was drafted in Los Angeles, California.
14. The Sublease was negotiated in Los Angeles, California.
15. The Defendant has contacts and customers in California.
16. The Defendant knew when negotiating and entering the Sublease that GUESS? was headquartered in Los Angeles, California.
17. The Defendants paid monthly rent to GUESS? in Los Angeles pursuant to the Sublease.

18. Defendant's representative, Howard Feinberg, met with GUESS? in Los Angeles on Thursday, August 9, 2007, to discuss the amount due and payable to GUESS?.

PROXIMATELY CAUSED DAMAGES AND PRAYER

19. As a direct result of the Defendant's unilateral breach and refusal to pay, GUESS? has been damaged in the amount of \$250,000.00.

20. The Sublease also requires that the Defendant pay for GUESS?'s attorneys' fees when GUESS? prevails in this Action.

WHEREFORE, GUESS? prays for entry of judgment against the Defendant as follows:

- A. A monetary judgment for damages in the amount of \$250,000.00.
- B. Penalties and attorneys' fees pursuant to the Sublease in an amount not less than \$50,000.00.
- C. Pre-judgment interest at the rate of ten (10%) percent along with costs, in an amount not less than \$30,000.00
- D. Such other and further relief as this Court deems just and proper, including amendments to conform to proof on the exact amounts due and payable and owed pursuant to this Prayer for Relief and Judgment.

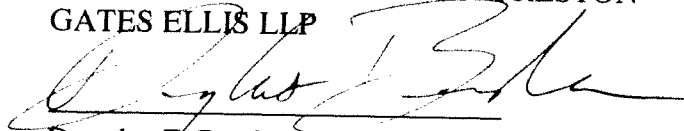
DEMAND FOR JURY TRIAL

GUESS? hereby demands a jury trial in this Action.

Dated: New York, New York

August 15, 2007

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*Motion for *pro hac vice* admission for
Baute & Tidus attorney Mark D. Baute will
be filed shortly.